

**UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF NEW JERSEY**

MARIA and ROLANDO GUTIERREZ, et al.,

on behalf of themselves and all others
similarly situated,

Plaintiffs,

v.

TD BANK, et al.

Defendants.

RULE 7.1 STATEMENT

Pursuant to Fed. R. Civ. P. 7.1(a) and to enable the District Judges and Magistrate Judges of the Court to evaluate possible disqualification or recusal, the undersigned counsel for Defendant TD Bank, N.A. (“TD Bank”) certifies as follows:

1. TD Bank, a national banking association and successor by merger to Commerce Bank, N.A., is a wholly-owned subsidiary of TD Bank US Holding Company, a Delaware corporation, which in turn is a wholly-owned subsidiary of TD US P&C Holdings ULC, an Alberta, Canada, unlimited liability company, which in turn is a wholly-owned subsidiary of The Toronto-Dominion Bank, a Canadian-chartered bank, the stock of which is traded on the Toronto and New York Stock Exchanges under the symbol “TD.”

2. No publicly held company directly owns more than 10% of the stock of TD Bank.

Respectfully submitted,

Dated: November 17, 2011

/s/ Angelo A. Stio III

Angelo A. Stio III

Jaclyn K. Ruocco

PEPPER HAMILTON LLP

(A Pennsylvania Limited Liability Partnership)

Suite 400

301 Carnegie Center

Princeton, NJ 08543-5276

(609) 951-4125

stioa@pepperlaw.com

Attorneys for Defendant TD Bank, N.A.